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SEE SIGNATURE PAGE FOR
ADDITIONAL PARTIES

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

ARNOLD A. MCCLELLAN and
ANNABEL MCCLELLAN,

Defendants.

Case No. 10-CV-5412 WHA

STIPULATION OF DISMISSAL
OF ACTION AGAINST DEFENDANT
ARNOLD MCCLELLAN

Pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, the parties to this action stipulate and agree that all claims against defendant Arnold McClellan should be dismissed. Plaintiff Securities and Exchange Commission (the "Commission"), defendant Arnold McClellan, and defendant Annabel McClellan, have reached a good faith settlement of the claims against defendants Arnold McClellan and Annabel McClellan, and the parties stipulate and agree that all claims against Arnold McClellan be dismissed with prejudice.

1 By entering this stipulation, Defendant Arnold McClellan hereby waives any rights under
2 the Equal Access to Justice Act or any other provision of law to seek from the United States, or
3 any agency, or any official of the United States acting in his or her official capacity, directly or
4 indirectly, reimbursement of attorney's fees or other fees, expenses, or costs expended by
5 Defendant Arnold McClellan to defend against this action.

6
7 Respectfully submitted,

8 Dated: October 25, 2011

9
10 /s/ Robert L. Tashjian

11 Robert Tashjian
12 SECURITIES AND EXCHANGE COMMISSION
13 Attorneys for Plaintiff

14 Dated: October 25, 2011

15 /s/ Daniel Bookin

16 Daniel Bookin
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22 Attorneys for Arnold McClellan

23 Dated: October 25, 2011

24 /s/ Nicole Howell Neubert

25 Nicole Howell Neubert
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